



Oklahoma Onsite Wastewater Association – Bylaws

Article I

Association Name

The corporation shall be known as the Oklahoma Onsite Wastewater Association, Inc., a non-profit Oklahoma corporation also known as OOWA.

Article II

Purpose of the Association

- A. To promote the science and art of manufacturing and installing onsite wastewater systems.
- B. To advance the standards of manufacturing, installing, repairing, and maintaining onsite wastewater systems by working towards a uniformly enforced state code containing stringent standards for the design, installation, and servicing of these systems.
- C. To establish throughout the state a relationship among all those concerned with the onsite wastewater industry that will increase the flow of information, not only among members of the association, but among all organizations and agencies having allied objectives and purposes.
- D. To support legislation that will advance the purposes for which the association was formed, to oppose legislation that will interfere with the purposes for which the association was formed, and to work closely with governmental agencies that regulate the onsite wastewater industry.
- E. To provide education and information to onsite wastewater contractors and the people of Oklahoma about onsite wastewater operation and the value of onsite wastewater systems.
- F. To protect and maintain the environment of the state of Oklahoma through the use of sound ecological practices in the manufacturing and installation of onsite wastewater systems.
- G. To operate exclusively and in such a manner to carry out the purpose to qualify the association as an exempt organization under 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of the federal tax laws covering tax-exempt organizations.

Article III

Membership

Section 1 Class of Membership

- a. Licensed Member- shall include any certified or licensed person as an individual, company, or other entity, engaged in whole or part in the installation, pumping (including Portable sanitation) and maintenance of onsite wastewater systems. Licensed members also include soil testers, system designers and inspectors, Licensed Professionals definition is individual or entity whom is license issued by OKDEQ, OKHD, NAWT, or other governing agency of the wastewater industry as approved by the Board
- b. Affiliate Member- shall include any company, or person representing a company, engaged in the manufacture, supply, distribution or sale of components, products, equipment, or services to the onsite wastewater industry.
- c. Employee Member- shall include employees working for a company with at least one (1) licensed member of the association.
- d. Agency Member- shall include health department or governmental agency employees, and persons not directly related to the onsite wastewater industry.

Section 2 Application for Membership

Application for membership shall be in writing on an application approved by the Board of Directors. All applicants will sign, accept, and operate as per the "Membership Agreement." Membership dues must be paid in full at time of application, before application will be considered. Membership will be granted to every applicant provided they meet the qualifications set forth by the Board of Directors and the Bylaws of the association.

Section 3 Voting Rights & Proxies

Each member shall have one (1) vote except for affiliate and agency members. An affiliate or agency member has no voting rights. Any member shall be permitted to vote at any association meeting by proxy. The proxy must be given to an existing association member other than an affiliate member. The proxy must be submitted in writing to the Board of Directors.

Section 4 Membership Expulsion

A member shall be expelled from the Association for failure to pay membership dues within 90 days from the due date. Members can also be expelled or suspended for violation of the "Membership Agreement" and/or the Association's Bylaws. Expulsion for violations must be approved by 2/3 vote of the Board of Directors.

Section 5 Dues and Assessments

The Board of Directors shall determine the dues structure for all membership classifications. If it becomes necessary to assess members for specific financial need, the Board of Directors shall determine the amount of the assessment and the guidelines for collecting the assessment.

Article IV Principal Office of the Association

The principal office of the Association shall be located at the discretion of the Board of Directors.

Article V Meeting of Members

Section 1 Annual Meeting

The annual meeting of the Association shall be held in conjunction with the annual convention. Notice of the annual meeting shall be mailed or emailed to the members a minimum of fifteen (15) days prior to the meeting. The order of business at the annual meeting shall include a report on the status of the Association, what the Association has accomplished during the past year, and a review of the financial condition of the Association.

Section 2 Special Meetings

Special, unscheduled meetings of the Association may be called by majority vote of the Board of Directors. Members shall receive a minimum of a fifteen (15) day notice of special meetings.

Section 3 Voting

Any issue being voted on at the annual or special meetings of members shall require a majority vote of those members present at the meeting.

Article VI

Board of Directors

Section 1 Number and Term of Directors

The business, property, and affairs of the Association shall be managed by the Board of Directors composed of nine (9) persons. The makeup of the Board shall include the President, Vice President, Treasurer, Secretary, Manufacture Representative & Immediate Past President, and 3 other directors. The Secretary or Manufacturer Representative will not have voting rights.

Section 2 Qualifications

The Board and Executive Committee must be made up of registered Licensed Professionals with license issued by OKDEQ, OKHD, NAWT, or other governing agency of the wastewater industry as approved by the Board. Nominees must have active memberships of the Association having participated on committees or other Association activities. Affiliate members cannot serve on the Board of Directors.

Section 3 Duties of the Board

The Board shall transact all business of the Association including setting policies and providing administrative support for the day-to-day operation of the Association.

Section 4 Quorum

A majority of at least five board members must be present to transact business. The act of the majority of the board members present at a meeting shall be the act of the Board.

Section 5 Board Meetings

There shall be a minimum of six board meetings to be held the first Thursday of odd months, to be held at a time and physical or virtual location determined by the Board of Directors. Special meetings may be called by the President of the Association or by the majority of the Board. All members of the Board shall receive notice a minimum of fifteen (15) days prior to any said meetings.

Section 6 Board Vacancies

Vacancies/Openings on the Board of Directors shall be filled by a majority vote of the Executive Committee for the remaining term of the board member vacating their seat on the Board.

Section 7 Election of Directors-at-Large & Officers

The General Membership shall elect the President, Vice President, Treasurer, and Directors-at-Large by mail or electronic ballot, based on a majority of the members voting and responding. All qualified members shall be given consideration for nomination from the Nominating Committee. Elections shall be held in November or December and positions would go into effect at First Board meeting of the Year. The Executive Committee by 2/3 vote shall have the authority to validate any election.

Section 8 Appointment of Officers

Officers of the Board shall be selected from the current Directors-at-Large.

Section 9 Removal of Directors & Officers

Any board member missing two (2) consecutive board meetings without notice may be removed from the Board.

Section 10 Executive Committee

The Executive Committee shall be made up of the officers of the Association. The Executive Committee shall be made up of the Vice President, Immediate Past President, and 1 board member. The Executive Committee shall exercise the authority of the Board in managing the Association's day-to-day operations between board meetings. The Executive Committee shall exercise the authority of the Board for emergency decision making for the Association.

Section 11 Nominating Committee

A Nominating Committee shall be made up of the President, the Immediate Past President and the current Executive Committee. They shall meet in person, by conference call, or other electronic means to select a new officer(s) for the Board and approve nominations for Directors-at-Large.

Section 12 Financial Committee

The Financial Committee shall be made up of the Vice President, Treasurer, and 1 Board member of the Association. This committee has the responsibility to review and audit all financial record keeping of the Association. The committee shall be supplied with a monthly balance sheet and a monthly profit and loss report. The Treasurer will be the chairman of the committee and will present a report with recommendations, at all board meetings.

Section 13 Terms of Office

The term of President, Vice President, and Immediate Past President shall be Three (3) years in each position with no term limits. In case of a vacancy during the term, the next officer in line will assume the vacated position. The hierarchy shall be as follows; President, Vice President, Treasurer, and Secretary. The hired position of Secretary shall be filled by a majority vote of the Executive Committee for the remainder of the term. The term of office for the Treasurer shall be three (3) years with no term limits. The term of office for Directors-at-Large shall be three (3) years with no term limits with no more than one-half the Board retiring from the Board during anyone (1) year.

Section 14 Proxies

In the event of absence from a board meeting a board member may give his/her proxy to another board member. The proxy must be submitted in writing or by electronic means and signed by the absent board member. A board member present may carry no more than one (1) proxy.

Article VII Officers

The officers of the Association shall consist of the President, Vice-President, Treasurer, Secretary.

Section 1 Duties of Officers

- a. President
 1. Presides over all board meetings
 2. Makes all committee appointments
 3. Is an ex-officio member of all committees
 4. Acting Executive Director if one is not in place
 5. Oversees the Conference

- b. Vice President
 1. Presides over all meetings of the Board of Directors in the absence of the President

2. Serves as a Chair of the Executive Committee
 3. Serves as a member of the Financial Committee
 4. Is responsible for overseeing maintenance of all of the association's property and equipment and reporting any needs to the Board at all board meetings.
 5. Holds and maintains access to the grounds and buildings of the Association's property.
- c. Treasurer
1. Presides at all board meetings in the absence of both the President and the Vice President
 2. Serves as chairman of the Financial Committee
 3. Oversees the financial operations of the Association, working hand-in-hand with the Executive Director or President if no Executive Director
- d. Secretary
1. The secretary shall have a written contract of expectations of job duties.

Article VIII Administration

Section 1 Hiring of Administration

The Executive Committee may hire the Executive Director and Secretary to manage the day-to-day operations of the Association. The Executive Director or President when no Executive Director is responsible for the hiring, managing, and/or termination of the association support staff at their discretion.

Section 2 Termination of Administration

The Executive Committee may terminate the Executive Director or Secretary of the Association at any time for any reason determined by majority vote. It is the responsibility of the Executive Committee to do this within Law as to protect the Association.

Article IX Financial

Section 1 Fiscal year

The Board of Directors shall determine the Association's fiscal year.

Section 2 Annual Audit/Review

The Board of Directors may have an annual audit or review of the Association's financial records professionally, by a firm or business voted on by the Board with majority vote. This decision will be made based off of the recommendations of the Financial Committee.

Section 3 Budget

The Executive Director or President if no Executive Director shall annually prepare a budget with anticipated income and expenses to be reviewed by the Financial Committee. Once approved by the Financial Committee, the budget will be presented by the Chairman of the Financial Committee to the Board of Directors for final approval.

Section 4 Checking/Savings Account

The Vice President, Secretary and one Board member, Executive Director or Executive Director's designee shall be signatories on the Association's checking and savings accounts.

Section 5 Tax Returns

The Association shall be responsible for filing annual tax returns.

Section 6 Limit of Expenditures, Contracts, and Obligations

Any expenditure, contract, or obligation or transfer of funds in excess of \$1,500.00 that has not been budgeted must be reviewed and approved by the Financial Committee. Any expenditure, contract, obligation or transfer of funds in excess of \$6,000.00 that has not been budgeted must be reviewed and approved by the Executive Committee. These reviews and approvals may be done by electronic communication.

Section 7 Purchasing of Equipment

Any equipment purchases for the Association over \$500.00 that has not been budgeted must be reviewed and approved by the Executive Committee. This review and approval may be done by electronic communication.

Article X Committees

Section 1

The Board of Directors may form standing and add on committees. The President shall appoint committee chairmen. Committees shall meet on an as needed basis. All committees shall report to the Board at all board meetings.

Article XI Amendments

Section 1

These Bylaws may be amended or repealed by a 2/3 vote of the Board of Directors. Proposed amendments must be mailed, faxed, or electronically generated to board members a minimum of fifteen (30) days in advance of the meeting where Bylaw revisions will be voted on.

Article XII Antitrust Compliance

Section 1

It is the policy of the Association to comply with all federal and state trade regulations and antitrust laws. All activities or discussions shall be avoided that might raise, lower, or stabilize prices; regulate productions; encourage boycotts; promote unfair trade practices; assist in monopolization; or in any way violate federal, state, or international regulations or antitrust laws.

Signature of Approval and Set Forth into effect immediately. Dated 3/2/22

President [Signature]

Vice President [Signature]

Treasurer [Signature]

At least 2 Board Members Approval

Board Member Kevin C. Board

Board Member Lawrence J. Wilby

Board member T. D. D.

Board Member [Signature]

Board Member _____

Board Member _____

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